

**EXHIBIT A**

(Official Form 1) (12/03)

<b>FORM B1</b> <b>United States Bankruptcy Court</b> <b>Southern District of New York</b>		<b>Voluntary Petition</b>															
Name of Debtor (if individual, enter Last, First, Middle): <b>Northwest Airlines Corporation</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):															
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):															
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): <b>41-1905580</b>		Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):															
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>2700 Lone Oak Parkway</b> <b>Eagan, MN 55121</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):															
County of Residence or of the Principal Place of Business: <b>Dakota County, MN</b>		County of Residence or of the Principal Place of Business:															
Mailing Address of Debtor (if different from street address): <b>5101 Northwest Drive</b> <b>St. Paul, MN 55111-3034</b>		Mailing Address of Joint Debtor (if different from street address):															
Location of Principal Assets of Business Debtor (if different from street address above): <b>The Debtor, together with its affiliated Debtors, operates the 4th largest airline company in the world. The Debtors collectively have assets located throughout the United States and various other countries.</b>																	
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																	
<b>Venue</b> (check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																	
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other <input type="checkbox"/> Clearing Bank		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 – Case ancillary to foreign proceeding															
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.															
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e)(Optional)																	
<b>Statistical/Administrative Information</b> (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY															
Estimated Number of Creditors (Consolidated numbers including all affiliates) <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">1-15</td> <td style="text-align: center;">16-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1000-over</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>			1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
1-15	16-49		50-99	100-199	200-999	1000-over											
<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											
Estimated Assets (Consolidated numbers including all affiliates) <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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Estimated Debts (Consolidated numbers including all affiliates) <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										

(Official Form 1) (12/03)

FORM B1, Page 2

<b>Voluntary Petition</b> (This page must be completed and filed in every case)		<b>Name of Debtor(s):</b> Northwest Airlines Corporation	
<b>Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)</b>			
<b>Location</b> Where Filed: Not Applicable	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
<b>Name of Debtor:</b> See Attached Schedule 1	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>District:</b>	<b>Relationship:</b>	<b>Judge:</b>	

  

<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.          I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> <hr/> <p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>X _____          Signature of Attorney for Debtor(s) <span style="float: right;">Date</span></p> <hr/> <p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.  <input checked="" type="checkbox"/> No</p>

  

<p style="text-align: center;"><b>Signature of Attorney</b></p> <p>X <u>/s/ Bruce R. Zirinsky</u>          Signature of Attorney for Debtor(s)  <u>Bruce R. Zirinsky</u>          Printed Name of Attorney for Debtor(s)  <u>Cadwalader, Wickersham &amp; Taft LLP</u>          Firm Name  <u>One World Financial Center</u>          Address  <u>New York, New York 10281</u>  <u>(212) 504-6000</u>          Telephone Number  <u>September 14, 2005</u>          Date</p>	<p style="text-align: center;"><b>Signature or Non-Attorney Petition Preparer</b></p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____          Printed Name of Bankruptcy Petition Preparer</p> <p>_____          Social Security Number (Required by 11 U.S.C. § 110(c).)</p> <p>_____          Address</p> <p>_____          Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____          Signature of Bankruptcy Petition Preparer</p> <p>_____          Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</p>
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<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.          The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Barry P. Simon</u>          Signature of Authorized Individual  <u>Barry P. Simon</u>          Printed Name of Authorized Individual  <u>Executive Vice President and General Counsel</u>          Title of Authorized Individual  <u>September 14, 2005</u>          Date</p>	
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#### SCHEDULE 1

Including the debtor in this chapter 11 case, the following affiliated debtors simultaneously have filed voluntary chapter 11 petitions in this Court. Contemporaneously with the filing of these petitions, such entities filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

NWA Fuel Services Corporation  
Northwest Airlines Corporation  
Northwest Airlines Holdings Corporation  
NWA Inc.  
Northwest Airlines, Inc.  
Northwest Aerospace Training Corp.  
MLT Inc.  
Northwest Airlines Cargo, Inc.  
NWA Retail Sales Inc.  
Montana Enterprises, Inc.  
NW Red Baron LLC  
Aircraft Foreign Sales, Inc.  
NWA Worldclub, Inc.

Bruce R. Zirinsky (BZ 2990)  
Gregory M. Petrick (GP 2175)  
CADWALADER, WICKERSHAM & TAFT LLP  
Attorneys for Debtors and Debtors In Possession  
One World Financial Center  
New York, New York 10281  
Telephone: (212) 504-6000  
Facsimile: (212) 504-6666

- and-

Mark C. Ellenberg (ME 6927)  
CADWALADER, WICKERSHAM & TAFT LLP  
1201 F Street N.W., Suite 1100  
Washington, DC 20004  
Telephone: (202) 862-2200  
Facsimile: (202) 862-2400

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	:
	:
<b>NORTHWEST AIRLINES CORPORATION,</b>	:
	:
<b>Debtor.</b>	:
-----X	

**Chapter 11 Case No.**  
**05-\_\_\_\_\_ ( )**

**EXHIBIT "A" TO VOLUNTARY PETITION<sup>1</sup>**

1. If any of the Debtor's securities are registered under Section 12 of the Securities and Exchange Act of 1934, the SEC file number is 0-23642.

2. The following financial data (which is consolidated among all the Debtors and certain non-debtor affiliates) is the latest available information on the Debtors' condition as of June 30, 2005.<sup>2</sup>

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<sup>1</sup> The following financial data shall not constitute an admission of liability by the Debtor. The Debtor reserves all rights to assert that any debt or claim listed herein as liquidated or fixed is in fact a disputed claim or debt. The Debtor also reserves all rights to challenge the priority, nature, amount or status of a claim or debt.

- a. Total assets (Book Value) \$ 14,352,000,000
- b. Total debts (including debts listed in 2.c., below) \$ 17,915,000,000
- c. None of Debtors' debt obligations are held by more than 500 record holders.
- d. As of August 18, 2005 the Debtor has 87,753,336 shares of common stock issued and outstanding.
- e. The Debtors are managed as one cohesive business unit (such business, "Northwest"). Northwest operates the world's fourth largest airline and is engaged in the business of transporting passengers and cargo. Northwest's business focuses on the development of a global airline network through its strategic assets that include domestic hubs at Detroit, Minneapolis/St. Paul and Memphis; an extensive Pacific route system with a hub in Tokyo; a transatlantic joint venture with KLM Royal Dutch Airlines, which operates through a hub in Amsterdam; a domestic and international alliance with Continental Airlines, Inc. and Delta Air Lines, Inc.; membership in SkyTeam, a global airline alliance with KLM, Continental, Delta, Air France, Alitalia, Aeroméxico, CSA Czech Airlines and Korean Air; exclusive marketing agreements with two domestic regional carriers, Pinnacle Airlines, Inc. and Mesaba Aviation, Inc., both of which operate as Northwest Airlink; and a cargo business that operates 12 dedicated freighter aircraft through hubs in Anchorage and Tokyo.

3. The following persons directly or indirectly own, control, or hold, with power to vote, 5% or more of the voting securities of the Debtor:

<b>Northwest Airlines Corporation 5% Common Shareholders</b>	<b>NUMBER OF SHARES</b>
Trust for Pilots	4,363,478
FMR Corp.	11,249,336
Wellington Management Company, LLP	8,826,658
State Street Bank & Trust Company	7,834,370
Marathon Asset Management Ltd.	5,828,919
Deutsche Bank AG	5,594,020
S.A.C. Capital Advisors, LLC et al.	4,980,000
Ziff Management, L.P. et al.	5,270,000

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<sup>2</sup> Excluding intercompany liabilities for the purposes of consolidated reporting herein.

RESOLUTIONS OF BOARD OF DIRECTORS  
OF NORTHWEST AIRLINES CORPORATION

The Board of Directors of Northwest Airlines Corporation (the "Company"), a Delaware corporation, hereby adopts the following resolutions, as the action of the Board of Directors of the Company.

WHEREAS, the Board of Directors has considered the financial and operational aspects of the Company's business;

WHEREAS, the Board of Directors has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and directed to employ the law firm of Cadwalader, Wickersham & Taft LLP as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 proceeding, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Cadwalader, Wickersham & Taft LLP;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and empowered to obtain post-petition financing according to terms negotiated, or to be negotiated, by management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-

petition financing or cash collateral agreements; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents;

RESOLVED FURTHER that the officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board of Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.



NORTHWEST AIRLINES CORPORATION  
SECRETARIAL CERTIFICATE

The undersigned, Michael Miller, Secretary of Northwest Airlines Corporation (the "Company"), a Delaware corporation, hereby certifies as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, am familiar with the facts herein certified, and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true and complete copy of the Resolutions of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on September 14, 2005, by unanimous vote of the directors, in accordance with the by-laws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 14<sup>th</sup> day of September, 2005.

/s/ Michael Miller  
Michael Miller

Bruce R. Zirinsky (BZ 2990)  
Gregory M. Petrick (GP 2175)  
CADWALADER, WICKERSHAM & TAFT LLP  
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- and-

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CADWALADER, WICKERSHAM & TAFT LLP  
1201 F Street N.W., Suite 1100  
Washington, DC 20004  
Telephone: (202) 862-2200  
Facsimile: (202) 862-2400

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
<b>In re:</b>	: : <b>Chapter 11 Case No.</b>
<b>NORTHWEST AIRLINES CORPORATION, <u>et al.</u>,</b>	: : <b>Jointly Administered</b>
<b>Debtors.</b>	: X
-----X	

### LIST OF CREDITORS HOLDING 100 LARGEST UNSECURED CLAIMS

The following is the list of the Debtors' creditors holding the 100 largest unsecured claims.<sup>3</sup> This list has been prepared on a consolidated basis from the books and records of Northwest

<sup>3</sup> The Debtors have numerous agreements for services with other airlines that are paid or collected through a clearinghouse. On any given month the Debtors may be net creditors or net debtors with respect to the other airlines under these relationships. Because of the manner that obligations under these relationships are reconciled over time and settled, it is difficult to determine the amounts the Debtors owe (or may be owed) as of the Petition Date. Accordingly, this schedule may not include amounts that might, following reconciliation, be owed to other airlines through a clearinghouse as of the Petition Date.

Airlines Corporation and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court.

The list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case. This list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 100 largest unsecured claims, or (3) with limited exception, claims held by any of the Debtors' employees.

This list reflects outstanding obligations using the most current information available. The Debtors reserve the right to amend the list based on information existing as of the filing date.

The information set forth on this schedule shall not constitute an admission of liability by, nor is binding on, the Debtors, and the failure to list a claim as contingent, disputed or subject to set-off shall not be a waiver of any of the Debtors' rights relating thereto.

<b>Rank</b>	<b>Name of creditor and complete mailing address including zip code</b>	<b>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (trade debt, bank loan, government contract, etc.)<sup>4</sup></b>	<b>Indicate if claim is contingent, unliquidated, disputed or subject to setoff<sup>5</sup></b>	<b>Amount of claim (if secured also state value of security)</b>
1	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 10% Senior Notes Due 2009		\$300,000,000
2	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 9.875% Senior Notes Due 2007		\$300,000,000
3	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 8.875% Senior Notes Due 2006		\$270,027,000
4	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 7.625% Convertible Senior Notes Due 2023		\$225,000,000
5	State Street Bank	State Street Bank &	Series C		\$211,684,707

<sup>4</sup> The unsecured amount presented for Notes reflects the principal amount outstanding.

<sup>5</sup> As noted above, the Debtors reserve their rights to dispute the claims on this schedule on any basis.

<b>Rank</b>	<b>Name of creditor and complete mailing address including zip code</b>	<b>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (trade debt, bank loan, government contract, etc.)<sup>4</sup></b>	<b>Indicate if claim is contingent, unliquidated, disputed or subject to setoff<sup>5</sup></b>	<b>Amount of claim (if secured also state value of security)</b>
	& Trust Company - IAM <sup>6</sup>	Trust Company 200 Newport Avenue, Q3N North Quincy, MA 02171	Preferred (held for nonqualified trusts for ground employees and flight attendants and other employees)		
6	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 7.875% Senior Notes Due 2008		\$200,000,000
7	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 6.625% Convertible Senior Notes Due 2023		\$150,000,000
8	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 9.5% Senior Quarterly Interest Bonds Due 2039		\$142,500,000
9	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Notes - 8.7% Senior Notes Due 2007		\$100,000,000
10	State Street Bank & Trust Company - IBT <sup>7</sup>	State Street Bank & Trust Company 200 Newport Avenue, Q3N North Quincy, MA 02171	Series C Preferred (held for nonqualified trusts for ground employees and flight attendants and other employees)		\$64,770,008

<sup>6</sup> As noted above, the Debtors reserve their rights with respect to all claims listed on this schedule. Without limiting the foregoing, the Debtors specifically dispute that any amount is due and owing on account of the Series C Preferred Stock, which is the subject of an ongoing appeal. Such dispute includes, without limitation, whether there is any basis for the claim and if so whether such claim would be subordinated to other general unsecured claims in these cases. The claim is listed herein in the interest of full disclosure.

<sup>7</sup> See footnote 4, above.

<b>Rank</b>	<b>Name of creditor and complete mailing address including zip code</b>	<b>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</b>	<b>Nature of claim (trade debt, bank loan, government contract, etc.)<sup>4</sup></b>	<b>Indicate if claim is contingent, unliquidated, disputed or subject to setoff<sup>5</sup></b>	<b>Amount of claim (if secured also state value of security)</b>
11	Koninklijke Luchtvaart Maatschappij N.V. (KLM)	Accounting Services (SPL/RA) P. O. Box 7700 1117 ZI Schiphol Airport The Netherlands Attn: Peter Schelvis, SVP Finance & Control	Alliance Partner		\$64,121,983 <sup>8</sup>
12	Pinnacle Airlines Inc.	1689 Nonconnah Parkway Ste 111 Memphis, TN 38132 Tel No: (901) 348-4100	Regional Carrier		\$28,050,539
13	Mesaba Aviation Inc	1000 Blue Gentian Rd. Suite 200 Eagan, MN 55121	Regional Carrier		\$23,128,832
14	American Express Travel Related Services Company	2901 Wilcrest Drive Suite 400 Houston, TX 77042 Attn: Patrick J. Corbett VP - Supplier Management & Procurement Tel No: (713)954-7615	Trade Debt – Agency Commissions		\$19,182,704
15	Blue Cross Blue Shield	85 N. Danny Thomas Blvd. Memphis, TN 38103-2398	Insurance – Benefits		\$18,370,278
16	Worldspan	World Headquarters 300 Galleria Parkway, N.W. Atlanta, GA 30339-3196 Attn: Kevin Ficco, Vice President - Airline Distribution & Business Development Tel No: (770) 563-7277	Global Distribution System		\$14,870,693
17	SNECMA	2 Boulevard du General Martial Valin	Trade Debt – Parts and Service		\$13,279,733

<sup>8</sup> This amount is presented net of amounts owed to the Debtors.

Rank	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.) <sup>4</sup>	Indicate if claim is contingent, unliquidated, disputed or subject to setoff <sup>5</sup>	Amount of claim (if secured also state value of security)
		75724 Paris, Cedex 15, France Attn: Jean-Lin Fournereax Tel No : (33) 1-6414-8460			
18	United Healthcare	P.O. Box 1459 Minneapolis, MN 55440-1459 Tel No: (800) 328-5979	Insurance – Benefits		\$13,203,253
19	Pacific Gas Turbine Center	7007 Consolidated Way San Diego, CA 92121 Tel No: (858) 877-2800	Engine Leases / Overhaul		\$12,025,695
20	Kemper Insurance Companies	1 Kemper Dr Long Grove, IL 60049-0002	Insurance – Benefits		\$8,431,408
21	Galileo	Galileo International, A Cendant Company 9700 W. Higgins Road Rosemont, IL 60018 Attn: Steven Diffley, Group Vice President - Supplier Services Tel No: (847) 518-4047	Global Distribution System		\$8,051,006
22	Sabre	3150 Sabre Drive MD 8311 Southlake, TX 76092 Attn: Todd Wallace, Managing Director - Airline Distribution & Marketing Tel No: (682) 605-2689	Global Distribution System		\$7,473,703
23	Eurocontrol	Rue De La Fusee, 96 Brussels B-1130 Belgium Tel No: (32) 2729-3865	Overfly Charges		\$5,464,133
24	Jetran International Ltd	12400 Hw 281 N Suite 150 San Antonio, TX 78216 Tel No: (210) 495-7766	Spare Engine Leases		\$5,221,711
25	Pratt & Whitney	400 Main Street East Hartford, CT 06108	Trade Debt – Parts and Service		\$5,050,963



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		United States 860-565-4321			
26	Amsterdam Airport Schiphol	Amsterdam Airport Schiphol Postbus / P. O. Box 7501 1118 ZG Luchthaven Schiphol The Netherlands Attn: Peter Verboom, CFO Schiphol Tel No: 011 31 20 601 2384	Airport/ Government Authorities		\$4,776,601
27	Finova Capital Corporation	4800 North Scottsdale Road Scottsdale, AZ 85251-7623 Attn: Jim Wifler Tel No: (480) 636-6728	Spare Engine Leases		\$4,755,313
28	Israel Aircraft Industries	IAI International Inc. 1700 N. Moore St., Suite 1210 Arlington, VA 22209	Trade Debt – Parts and Service		\$4,732,267
29	Carlson Travel Group, Inc. & Carlson Travel Network Associates, Inc.	PO Box 96258 Chicago, IL Tel No: (612) 540-5561	Agency Commissions		\$4,167,586
30	Civil Aviation Bureau of Japan	Mr. Takashi (Narita) Administration Division Aerodome Department Civil Aviation Bureau Ministry of Land Infrastructure & Transport 2-1-3, Kasumigaseki, Chiyoda-ku Tokyo, Japan 100-8918 Tel: 81.3.5253.8111 ext. 49153 Fax: 81.3.5253.1658 <a href="mailto:Narita-t2bf@mlit.go.jp">Narita-t2bf@mlit.go.jp</a>	Airport/ Government Authorities		\$4,129,172

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31	AON Risk Services Companies	Aon Corporation 200 East Randolph St Chicago, IL 60601	Insurance – Broker		\$3,915,908
32	U.S. Department Of Homeland Security DHS	U.S. Department of Homeland Security Washington, DC 20528	Airport/ Government Authorities		\$3,895,222
33	HAECO (Hong Kong Aircraft Engineering Company Limited)	80 South Perimeter Road Hong Kong International Airport, Lantau Hong Kong Attn: Albert C.H. Leung MSc., General Manager Tel No: (852) 2767-6694	Trade Debt – Engineering/ Maintenance		\$3,792,842
34	Honeywell	101 Columbia Road Morristown, NJ 07962 Phone: (973) 455-2000 Attn: Peter M. Kreindler, Senior Vice President & General Counsel	Trade Debt – Parts and Service		\$3,791,701
35	Amadeus	Amadeus Global Travel Distribution Sa Salvador De Madariaga, 1 Madrid, E-28027 Spain Attn: David Doctor, Director - Airline Marketing And Sales Tel No: (34) 915-820-110	Global Distribution System		\$3,538,689
36	Merck	One Merck Drive PO Box 100 Whitehouse Station, NJ 08889-0100 Tel No: (908) 423-1000	Insurance - Benefits		\$2,829,250
37	A I Leasing IV Inc	593 Herndon Way Herndon, VA 20170 Tel No: (703) 834-3495	Financing/ Leasing		\$2,603,131
38	LSG Sky Chefs	6191 North State	Trade Debt –		\$2,398,406



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	Inc	Highway 161 Irving, TX 75038 Attn: Rick Pike - Global Credit & Collections Manager Tel No: (972) 793-9290	Catering		
39	Chimes Corporation	PO BOX 35429 Newark NJ 07193 Tel No: (888) 339 2421	Trade Debt – Software		\$2,328,330
40	World Travel Partners	1055 Lenox Park Blvd #420 Atlanta, GA 30319 Tel No: (404) 923-9442	Agency Commissions		\$2,238,694
41	Delta Dental	3560 Delta Dental Drive Eagan, MN 55122-3166 Attn: Valerie Sorneson, VP Sales & Marketing Tel No: (651) 406-5901	Insurance – Benefits		\$2,020,004
42	General Electric Co.	3135 Easton Turnpike Fairfield, CT 06828-0001 Tel No: (203) 373-2211	Engine Leases		\$1,924,111
43	Nav Canada	77 Metcalfe Street Ottawa, ON K1P 5L6, Canada Attn: Louise Patnaude, AR & Collections Manager Tel No: (613) 563-4520	Overfly Charges		\$1,918,524
44	Travelocity	3150 Sabre Dr. Southlake, TX 76092 Attn: Simon Bramley, Vice President Tel No: (682) 605-2398	Agency Commissions		\$1,854,169
45	Hawker Pacific Aerospace	11230 Sherman Way Sun Valley, CA 91352-4942 Attn: Klaus Koester Tel No: (818) 765-6201 x238	Trade Debt		\$1,660,966
46	Affiliated Computer Service	Po Box 200790 Dallas, TX	Trade Debt		\$1,653,591

Rank	Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.) <sup>4</sup>	Indicate if claim is contingent, unliquidated, disputed or subject to setoff <sup>5</sup>	Amount of claim (if secured also state value of security)
		Tel No: (915) 534-5000  Po Box 201322 Dallas, TX Tel No: (915) 775-3002			
47	Aviance UK Limited	3rd Floor, First Point, Buckingham Gate, Gatwick Airport West Sussex RH6 0NT United Kingdom Attn: Paul Williams, Commercial Manager Tel No: 011 44 1293 502 240	Trade Debt		\$1,639,306
48	CIT Group	1 CIT Drive Livingston, NJ 07039 Attn: Frederick E. Wolfert, Vice President Commercial Finance Phone: (973) 740-5000	Financing/ Leasing		\$1,604,183
49	SITA	3100 Cumberland Blvd. Atlanta, GA 30339 Attn: John Decost, Global Account Director Tel No: (770) 612-2280	Trade Debt		\$1,550,000
50	Medica	P.O. Box 9310 Minneapolis, MN 55440-9310	Insurance – Benefits		\$1,525,864
51	PEMCO World Air Services	100 Pemco Drive Dothan, AL 36303 Attn: Accounts Receivable Tel No: (334) 983-4571	Trade Debt – Aircraft Maintenance		\$1,471,958
52	ICTS Europe Holdings B.V.	Burg Stramanweg 102 1101 AA Amsterdam The Netherlands Attn: Ronen Remetz, Director Contracts and Operations Tel No: 011 31 20 567 5222 The Netherlands	Trade Debt		\$1,436,795

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53	TQ3Navigant	84 Inverness Circle East Englewood, CO 80112 (303) 706-0800 Attn: Robert Griffith, CFO	Trade Debt		\$1,376,589
54	Wayne County Airport Authority	Detroit Metropolitan L C Smith Terminal Mezzanine Airport Finance Detroit, MI 48242 Tel No: (734) 942-3550	Airport/ Government Authorities		\$1,307,010
55	Goodrich Corporation	Four Coliseum Centre 2730 West Tyvola Rd. Charlotte, NC 28217-4578 Attn: Terrence G. Linnert Executive Vice President, Administration and General Counsel	Trade Debt – Parts and Service		\$1,279,419
56	Triumph Air Repair, Inc.	1550 Liberty Ridge Drive Suite 100 Wayne, PA 19087 ATTN: John B. Wright, II - Vice President, General Counsel & Secretary (610) 251-1000 - Phone	Trade Debt		\$1,257,364
57	Prospect Airport Services	1900 Lee St. Des Plaines, IL 60018 (847) 299-3636	Trade Debt – Terminal / Airplane Services		\$1,230,000
58	Swissport USA Inc	45025 Aviation Dr Ste 350 Dulles, VA 20166-7526 Tel No: (703) 742-4381	Trade Debt – Aviation Services		\$1,211,283
59	AMTECH	8081 NW 31st St. Miami, FL 33122 Tel No: (305) 591-1553	Financing/ Leasing		\$1,202,569
60	Bank Of America	555 California Street	Financing/		\$1,163,470

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	Comm Fin Corp	4 <sup>th</sup> Floor San Francisco, CA 94104	Leasing		
61	Vanguard Car Rental USA	6929 N. Lakewood Avenue, Suite 100 Tulsa, OK 74117 Tel No: (918) 401-6000	Trade Debt – MLT – Rental Cars		\$1,154,577
62	Val-Pak Direct Marketing System	8605 Large Lake Drive Largo, FL 33773 Attn: Gina Medlin	Trade Debt		\$1,149,423
63	ASIG Aircraft Service International Group	P.O. Box 910701 Dallas, TX 75391	Trade Debt		\$1,143,225
64	Globe Ground North America LLC	Servisair/GlobeGround 111 Great Neck Road Suite 600 P.O. Box 355 Great Neck NY 11022-0355 Phone: (516) 487 8610	Trade Debt		\$1,103,153
65	SIA Engineering Co.	SIA Engineering Company Hangar 31, Airline Road Singapore 819831	Trade Debt – Aircraft Maintenance		\$1,094,479
66	Riu Hotels	Riu Centre calle Llatid s/n 07610-Playa de Palma, Majorca.	Trade Debt – MLT – Hotels		\$1,092,269
67	Cathay Kansai Terminal Services Company Limited	Rinku International Logistics Center 2-21 Rinku-orai kita, Izumisano City, Osaka 598-0048 Japan Tel No: 81-724-69-4915	Trade Debt		\$1,065,879
68	Gateway Travel & Tour	Suite 202 4100 Spring Valley Rd Dallas, TX 75244 Tel No: (214) 960-2000	Agency Commission		\$1,062,163
69	Hagemeyer North America Inc	Po Box 790405 St Louis, MO 63179-0405	Trade Debt – Parts Supplier		\$1,018,467

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		Tel No: (678) 746-2770 Tel No: (678) 746-2400			
70	British Airport Authorities (BAA)	BAA Business Support Centre Limited Invoice To Cash Process Team P.O. Box 3000, Glasgow, G52 4YG United Kingdom Attn: Karen Russel, Property Asset Manager Paul Griffith, Managing Director Tel No: 011 44 7839 504 044	Airport/ Government Authorities		\$962,230
71	Diversified Distribution Systems Incorporated	NW 7940 P.O. Box 1450 Minneapolis, MN 55485	Trade Debt - Distributor		\$945,851
72	ARINC Incorporated	2551 Riva Road Annapolis, MD 21401 Phone: 800-633-6882 Fax: 410-573-3300	Trade Debt - Transportation Communications		\$928,345
73	Worldwide Flight Services	Po Box 3831 Commerce Court Postal Station Toronto, ON M5L 1K1 Canada Tel No: (514) 636-7874	Trade Debt – Aviation Services		\$906,869
74	AT&T	1050 West County Road Shoreview, MN 55126 Attn: George Potter, Signature Client Director Tel No: (612) 376-5469	Trade Debt – Tele-communications		\$897,574
75	Mainami (Mainami Kuko Service Co. Ltd)	373 Hillcrest 4F, 1-7-8, Moto-Akasaka Minato-Ku, Tokyo, 107-0051 Japan Tel No: 03-3796-6633	Trade Debt		\$895,204
76	Palace Resorts	8725 NW 18th Terrace Suite 301 Miami, FL 33172	Trade Debt – MLT - Hotels		\$849,202

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77	Shanghai Pudong Cargo Terminal	Room 309, Shanghai Pudong International Airport Cargo Terminal 168 Suhang Road, Shanghai Pudong International Airport, Shanghai 201202, P. R. of China Tel No: 86 21 6834-1982	Trade Debt		\$815,541
78	Mill-Run Tours, Inc.	12Th Floor 424 Madison Avenue New York, NY	Trade Debt		\$805,914
79	Das Air Engineering	Hangar 3, Maintenance Area 1 Perimeter Road Southlondon Gatwick Airportwest Sussex, Rh6 0Lp, United Kingdom Attn: Martin Greenfield, General Manager, Maintenance Tel No: 011 44 1293 557 823	Trade Debt		\$797,978
80	Jeppesen Sanderson	55 Inverness Drive East Englewood, CO 80112-5498 Attn: General Counsel Tel No: (303) 799-9090	Trade Debt		\$787,252
81	ACS Tradeone Marketing Inc	7901 Flying Cloud Drive Eden Prairie, MN 55344 Attn: Jeff Jacobson Tel No: (507) 385-5312	Trade Debt		\$783,206
82	Alitalia Airport S.P.A.	Viale A. Marchetti, 111 00148 Rome, Italy Attn: Simone Mangani, Commercial & Systems, Sales & Customer	Airport/ Government Authorities		\$766,757



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		Support Manager Tel No: 011 39 06 6563 6109			
83	Unisys Corporation	3199 Pilot Knob Road Eagan, MN 55121 Attn: John F. Zimmerman, Client Executive - Unisys Global Transportation	Trade Debt		\$758,736
84	CIGNA Corp.	One Liberty Place 1650 Market Street Philadelphia, PA 19192 Tel No: 215-761-1000	Insurance - Benefits		\$746,201
85	C & H International	4751 Wilshire Blvd Ste 201 Los Angeles, CA Tel No: (213) 933-2288	Trade Debt		\$744,282
86	International Air Cargo Terminal Co., Ltd	2121 Aza Tennamino Komaino Narita-Shi, Chiba-ken Japan	Trade Debt		\$739,414
87	Thales Avionics	7810 Collection Center Drive Chicago, IL	Trade Debt – Aircraft Equipment		\$738,350
88	GS Caltex Corporation	135-985 LG Kangnam Tower, 679 Yoksam-dong Kangnam-gu Seoul, South Korea	Trade Debt – Fuel Services		\$721,842
89	Petron Corporation	16800 Glendale Drive New Berlin, WI 53151 Tel No: (632) 886-3122	Trade Debt – Lubricant Supplier		\$708,361
90	U.S. Bank National Association	1 Federal Street Boston, MA 02110 Attn: Donald Smith Tel No: (617) 603-6561	Financing/ Leasing		\$665,295
91	Detroit Metropolitan Airport	Wayne County Airport Authority Detroit Metropolitan Airport Smith Terminal - Mezzanine Level	Airport/ Government Authorities		\$664,920

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		Detroit , MI 48242 Attn: Lester W. Robinson, CEO			
92	Massachusetts Port Authority	P.O. Box 3471 Boston, MA	Airport/ Government Authorities		\$659,309
93	Orbitz	200 So Wacker Ste 1900 Chicago, IL 60606-5857	Agency Commissions		\$656,033
94	Boeing Commercial Airplane Group	Boeing World Headquarters Attn: General Counsel 100 North Riverside Chicago, Illinois 60606 312-544-2000	Trade Debt		\$642,102
95	MGM-Mirage	3600 Las Vegas Boulevard South Las Vegas, NV 89109 Tel No: (702) 693-7120	Trade Debt – MLT - Hotels		\$627,437
96	Oks Co Ltd. KIX Airport Authority	Kansai International Airport 1-banchi, Senshu-kuko Kita, Izumisano-shi Osaka 549-8501, Japan Tel No: 81 724-55-2500	Airport/ Government Authorities		\$621,199
97	JASCO (Jasco Heat Treating Inc.)	Jasco Heat Treating P.O. Box 188 Fairport, NY 14450	Trade Debt		\$617,010
98	Atlas Air Entertainment	410 West Arden Avenue, Suite 206 Glendale, CA 91203	Trade Debt		\$577,776
99	Abacus Distribution Systems Pte	Abacus Plaza 3 Tampines Central 1, #08-01 Singapore 529540 Attn: Aileen Chan, Account Manager - Airline Sales	Trade Debt		\$565,918
100	Globe Services	Globe Ground Services P.O. Box 9647 Uniondale, NY 11555	Trade Debt		\$565,000



**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Michael Miller, Secretary of the Debtors, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date /s/ September 14, 2005

Signature /s/ Michael Miller  
Michael Miller, Secretary